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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23520-D FILED

SEP 25 '01 12-29 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

September 25, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: El-Mo II Trust No. 2001-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. D2, dated September 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number ~~25320~~ 23520.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

18 SD7OMAC locomotives UP 4680 - UP 4697.

23520-D-12129

Mr. Vernon A. Williams  
September 25, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. D2, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23520-0 FILED

SEP 25 '01 12-29 PM

EL-MO II TRUST No. 2001-D

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE SUPPLEMENT No. D2**

Memorandum of Lease Supplement No. D2 made and entered into on September 26, 2001 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

**WITNESSETH**

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 27, 2001, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23520 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. D2 dated September 26, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_

Name: **JAMES P. LAWLER**

Title: **Vice President**

Executed on this 17<sup>th</sup> day of September  
2001.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_

Name: Keith McCanless

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September  
2001.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September  
2001.

EL-MO LEASING II CORPORATION

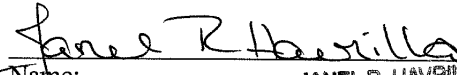
By   
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this 14 day of September  
2001.

STATE OF DELAWARE                    )  
  )  
COUNTY OF NEW CASTLE            )       SS:

On this, the 17<sup>th</sup> day of September, 2001, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on September 17<sup>th</sup>, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: JANEL R. HAVRILLA  
Notary Public       **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington, DE

STATE OF \_\_\_\_\_                    )  
  )  
COUNTY OF \_\_\_\_\_                )       SS:

On this, the \_\_\_\_\_ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_ that said instrument was signed on September \_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of September, 2001, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on September \_\_\_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

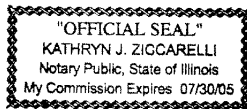
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

~~DuPage~~ On this, the 14<sup>th</sup> day of September, 2001, before me, a Notary Public in and for ~~said~~ County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September 14, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli  
Name: Kathryn J. Ziccarelli  
Notary Public  
My Commission Expires: 7/30/05  
Residing in DuPage County

[Mitsui]

**Exhibit A**

Units

**Equipment**

**Quantity**

**Road Numbers**

**Prefix UP**

General Motors Corporation  
(Electro-Motive Division) Model  
SD70MAC Diesel Electric Locomotives

18

4680  
4681  
4682  
4683  
4684  
4685  
4686  
4687  
4688  
4689  
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